

LC FILE copy  
14647-G

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO  
as Trustee under Equipment Trust Agreement

Dated as of April 15, 1985

(Series P-4)

to

UNION TANK CAR COMPANY

RECORDATION NO. 14647-G FILED 1425

SEP 21 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of April 15, 1985 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, -which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of September 15, 1994.

THE FIRST NATIONAL BANK OF CHICAGO

By: James A. Preece

(CORPORATE SEAL)

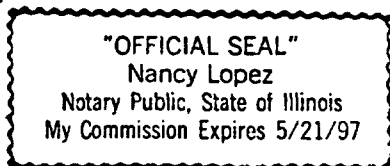
Attest:

Barbara P. Preece  
Its

UTC2044P

STATE OF ILLINOIS) )  
COUNTY OF COOK ) ss

On this 16<sup>th</sup> day of September, 1994, before me, a Notary Public in and for said State and County, personally appeared JANICE OTT ROTUNNO and Barbara G. Crocco, to me personally known, who being by me duly sworn, did say that they are, respectively, Assistant Vice President and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



Nancy Lopez  
Notary Public

My Commission Expires:

UTC2044P

PROGRAM ACTB1027      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      RUN DATE: 09/14/94  
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
 TERMINATED EQUIPMENT  
 CERTIFICATE TRUST SERIES: P004

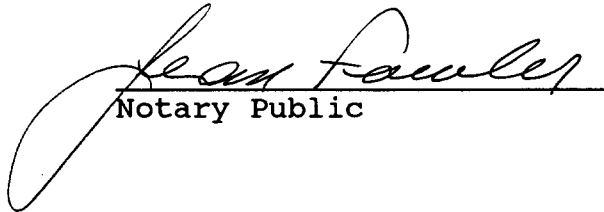
QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	LOC	5,800	UTCX58037
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1	TOTAL		

STATE OF ILLINOIS)  
COUNTY OF COOK )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of September 15, 1994, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 16th day of September, 1994.

  
Notary Public

